

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

U.S. BANK NATIONAL ASSOCIATION,
Litigation Trustee of the Idearc Inc., *et al.* Litigation Trust,

Plaintiff,

v.

VERIZON COMMUNICATIONS INC.,
VERIZON FINANCIAL SERVICES LLC,
GTE CORPORATION, and JOHN W. DIERCKSEN,

Defendants.

CIVIL ACTION NO.
3:10-CV-1842-G

ECF

**DEFENDANTS' APPENDIX IN SUPPORT OF THEIR JOINT RESPONSE IN
OPPOSITION TO PLAINTIFF'S MOTION FOR LEAVE TO SUPPLEMENT AND
BRIEF IN SUPPORT**

Defendants Verizon Communications Inc., Verizon Financial Services LLC, GTE Corporation, and John W. Diercksen hereby submit this Appendix in Support of their Joint Response in Opposition to Plaintiff's Motion for Leave to Supplement and Brief in Support.

Exhibit / Tab	App. Page(s)	Description
A.	1-2	Declaration of Casey Andrew Burton
1.	3-5	Summons with Notice, <i>U.S. Bank National Association v. Andrew Coticchio and Verizon Communications, Inc.</i> , Index No. 651132/2013 (N.Y. Sup. Ct. Mar. 29, 2013)

Dated: April 4, 2013

s/ E. Leon Carter

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Attorneys for Defendants
Verizon Communications Inc.,
Verizon Financial Services LLC,
and GTE Corporation

CERTIFICATE OF SERVICE

I hereby certify that all counsel of record who are deemed to have consented to electronic service are being served with a copy of the foregoing document via the Court's CM/ECF system pursuant to the Court's Local Rules this 4th day of April, 2013.

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s/ Paige Holden Montgomery
Paige Holden Montgomery

Exhibit A

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

U.S. BANK NATIONAL ASSOCIATION,
Litigation Trustee of the Idearc Inc., *et al.* Litigation Trust,

Plaintiff,

v.

VERIZON COMMUNICATIONS INC.,
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Defendants.

CIVIL ACTION NO.
3:10-CV-1842-G

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DECLARATION OF CASEY ANDREW BURTON

1. My name is Casey Andrew Burton. I am more than 21 years old, and I have never been convicted of a felony or of any crime involving moral turpitude. I am fully competent to make this declaration, and all of the facts set forth in this declaration are based on my personal knowledge and are true and correct.

2. I am an attorney at the law firm Weil, Gotshal & Manges, LLP. I am also one of the lawyers in the above-styled lawsuit representing Defendants Verizon Communications Inc., Verizon Financial Services LLC, and GTE Corporation.

3. Included in the Defendants' Appendix in Support of Their Joint Response in Opposition to Plaintiff's Motion for Leave to Supplement and Brief in Support is a true and correct copy of the following document produced from publicly available sources:

DECLARATION OF CASEY ANDREW BURTON

Exhibit / Tab	App. Page(s)	Description
1.	3-5	Summons with Notice, <i>U.S. Bank National Association v. Andrew Coticchio and Verizon Communications, Inc.</i> , Index No. 651132/2013 (N.Y. Sup. Ct. Mar. 29, 2013)

I declare under penalty of perjury that the foregoing is true and correct.

Executed on the 4th day of April, 2013.

/s/ Casey Andrew Burton

Casey Andrew Burton

Exhibit 1

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

U.S. BANK NATIONAL ASSOCIATION,
solely in its capacity as Indenture Trustee,

Plaintiff,

-v-

ANDREW COTICCHIO, and VERIZON
COMMUNICATIONS, INC.,

Defendants.

Index No. _____

Date Index No. purchased:
March 29, 2013

SUMMONS WITH NOTICE

TO THE PERSONS NAMED AS DEFENDANTS ABOVE:

PLEASE TAKE NOTICE THAT YOU ARE HEREBY SUMMONED to appear in this action by serving upon the plaintiffs' attorneys, at the address set forth below, a notice of appearance or demand for the complaint within 20 days after the service of this Summons (not counting the day of service itself), or within 30 days after service is complete if the Summons is not delivered personally to you within the State of New York.

YOU ARE HEREBY NOTIFIED THAT should you fail to answer or appear, a judgment will be entered against you by default for the relief demanded below.

Dated: New York, NY
March 29, 2013

Defendants' Addresses:

Andrew Coticchio
1208 Lansdowne Court
Southlake, Texas, 76092

Verizon Communications, Inc.
140 West Street
New York, New York, 10007

Notice:

The nature of this action is as follows:

This action arises out of the non-payment of the indebtedness ("Indebtedness") evidenced by 8% Senior Notes due 2016 (the "Notes") issued pursuant to that certain Indenture entered between non-party Idearc Inc. ("Idearc"), as issuer, and U.S. Bank National Association, as Indenture Trustee, dated as of November 17, 2006 (as may have been amended or supplemented, the "Indenture"). The Notes and Indenture were executed in the name of Idearc, a company formed, but never properly incorporated, by defendant Verizon Communications, Inc. ("Verizon") under the laws of Delaware. Idearc and its subsidiaries filed for bankruptcy on March 31, 2009, resulting in an acceleration of the Indebtedness, which was never paid. Because Verizon never properly incorporated Idearc (for which it acted as promoter in arranging the Indebtedness and was a direct beneficiary thereof) Verizon is liable for the Indebtedness at this time (which includes \$2.85 billion in unpaid principal, and any accrued interest). Pursuant to the terms of the First Amended Joint Plan of Reorganization of Idearc Inc., *et al.*, Debtors (as Modified), confirmed on December 22, 2009, (the "Plan"), the Indenture Trustee retained the right, among other rights under the Indenture, to collect the Indebtedness from non-Debtors (as defined in the Plan), which include defendants.

Defendant Andrew Coticchio ("Coticchio") signed the Indenture and created the Indebtedness without the authority to do so on behalf of Idearc. He acted at the instruction of Verizon. Coticchio is liable for the Indebtedness because he lacked authority to obligate Idearc at the time the Indebtedness was issued. In the alternative, Verizon is liable as the true, undisclosed principal directing Coticchio to sign the Indenture, in connection with the issuance of the Indebtedness. Defendant Verizon deliberately concealed the foregoing defects and relationships in connection with the Indebtedness.

Based on the foregoing, plaintiff asserts causes of action against defendants Coticchio and Verizon for payment of the Indebtedness based upon breach of contract, breach of warranty, and unjust enrichment.

The relief sought by plaintiff is (1) an award of damages for breach of contract and breach of warranty in the amount of \$2.85 billion, plus interest to the date of judgment as provided pursuant to the terms of the Indebtedness; (2) an award of trustee fees and expenses in accordance with the Indenture, including the reimbursement of attorneys' fees, costs, and

disbursements incurred in connection with this litigation; and (3) such other and further relief as the Court deems to be just and proper.

Should defendants fail to appear, judgment will be entered against defendants by default for the sum of (a) \$2.85 billion, (b) interest on the forgoing, and (c) trustee and attorneys' fees and the disbursements, costs, and expenses of this action.

Venue:

The plaintiff designates New York County as the place of trial. The basis of this designation is CPLR Article 5, including CPLR 503 and 509.

Dated: New York, NY
March 29, 2013

A handwritten signature in cursive script, reading "Franklin Ciaccio", is written over a horizontal line.

Franklin Ciaccio
CARTER LEDYARD & MILBURN LLP
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(212) 732-3200

*Attorneys for Plaintiff U.S. Bank National Association
(solely in its capacity as Indenture Trustee)*